MEMORANDUM
and
ARTICLES OF ASSOCIATION
of the
Tamil Nadu Medicinal Plant Farms
and
Herbal Medicine Corporation Limited
(A GOVERNMENT OF TAMIL NADU UNDERTAKING)

Form I.R.

CERTIFICATE OF INCORPORATION

No. 10336 of 1983

I hereby certify that **TAMIL NADU MEDICINAL PLANT FARMS AND HERBAL MEDICINE CORPORATION LIMITED**

*** *** ***

is this day incorporated under the Companies Act, 1956 (No. 1 of 1956) and that the Company is Limited.

Given under my hand at MADRAS

this Fifth / Twentyseven day of September / Asvina

One thousand nine hundred and eighty three

One thousand nine hundred and Five (Saka)

(Sd.)
(B. BHAVANI SANKAR)
Registrar of Companies
TAMILNADU

Seal of the Registrar of Companies
Tamil Nadu.

J.S.C.I.

K. LAKSHMIKANTHAN,
BHARATHI, I.A.S.
Commissioner and Secretary to
Government

Health & Family Welfare Department
Fort St. George,
Madras-600 009.

D.O.No. 32047/K2/83-5

Dated : 19-7-1983

Dear Thiru Kumaraswamy,

Sub : Indian Medicine - Tamil Nadu Medicinal Plant Farms and Harbal Medicine Corporation-Memorandum and Articles of Association Approved - Registration under Companies Act, 1956 - Instructions - Issued.

Ref : Your letter No. 3/CORP/83, dated 4-4-1983.

I am to enclose a copy of the "Memorandum and articles of Association of the Tamilnadu Medicinal Plant Farms and Herbal Medicine Corporation" as approved by the Government and to request you to get the Corporation registered under the Companies Act, 1956 by the Registrar of Companies and to obtain the Certificate to incorporation for the functioning of the Corporation immediately.

2. I am also to request you to make necessary immediate arrangements for printing of the "Memorandum and Articles of Association" together with a photo copy of the certificate of in corporation as soon as they are approved by the Registrar of Companies.

3. I am to request you to send a report on the action taken in the matter to the Government within a week's time.

Yours Sincerely,
(Sd.) LAKSHMIKANTHAN BHARATHY

To
Thiru R. Kumaraswamy, M.A.,
Special Officer for Medicinal Farms,
Aringnar Anna Government Hospital of
Indian Medicine Campus,
Madras-600 006. (w.e.)

Memorandum of Association of the Tamilnadu Medicinal Plant Farms and Herbal Medicine Corporation Limited

I. The name of the Company is Tamilnadu Medicinal Plant Farms and Herbal Medicine Corporation Limited.

II. The Registered Office of the company shall be situated in the State of Tam I Nadu.

III. (a) THE MAIN OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE :

1. To grow, nurture and develop common and rare species of medicinal plants and drugs.

2. To meet the requirments of medicines of herbal, mineral and animal resources for the Indian medicines institutions,, homoepathic institutions, herbal pharmaceuticals, medicinal farms, allopathic dispensaries requiring herbal medicines and export agencies requiring medicinal products.

3, To prepare and manufacture standardised Siddha, Ayurveda, Unani, Allopathy, Homoeopathy and other traditional medicaments of pure quality.

4. To undertake concentration, condensation, extraction of herbal, mineral, and animal products for therapeutic, dietetic and nutritive uses, and vehicles and adjuncts of sophisticated administration.

5. To undertake such research on indigenous pharmaceutics as may be conducive to the laying of standards, development of indigeuous pharmaceutics in general by taking over, receiving by way of gift, transfer, amalgamation or establishing research units, sections, manufacturing research sections and development wings.

6. To carry on the business of imports and exports in raw drugs, herbal drugs, animal and marine products, manufactured medicines and pharmaceuticals through Spices Board, Metals and Minerals Corporation, State Trading Corporation and to work as agents in all firms and branches of commodities, articles, products and merchandise of any kind of nature whatsoever.

7. To undertake consultancy services on herbal products and certification services for quality control.

III. (b) OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS.

1. To acquire adequate extent of cultivable land either on purchase, acquisition or on lease from the Government of Tamil Nadu or private land holders in Tamil Nadu for establishment of medicinal farms and manufacturing units.

2. To organise district-wise procurement and sales centres for collection of herbal, mineral and animal products from the Forest and Agricultural and Coastal resources by entering into suitable contracts with the Forest, Agriculture and Fisheries Departments.

3. To carry on the business with planters, cultivators, sellers, dealers in medicinal plants, pharmacists, agro-industrialist, herbo-industrialist chiropractitioner, acupuncturist, moxapractitioners, herbalists, Shamans, Hakims, Kavirajas and Vaidyas and also with the dealers in medicinal minerals and animal products, medicinal timbers and such other medicinal agents of every description.

4. To organise, establish, administer, govern, own and run every possible industry for the manufacturer of medicinal products drawn from vegetable, animal and mineral kingdoms.

5. To organise programmes of extension, cultivatian and procurement of medicinal plants through the payment of loans, advances and subsidies to the farmers and tribals.

6. To grant loans, advances and subsidies to the public and private dwellings for raisings and maintaining kitchen gardens, mini-parks and college gardens of medicinal plants with a view to propagate their uses and to promote environmental health and hygiene.

7. To deal in all kinds of equipments for logging, conversion. hauling and transport of medicinal produces, herbo-agricultural machinery and equipments herbicultural tools and machinery of all kinds, fuel oils, lubricants and to establish and run engineering and repair workshops of all description.

8. To deal in all kinds of pharmaceutical products, herbicultural produts, herbo-agricultural produce, herbal manures and herbal fertilizers, herbal pasticides and fungicides.

9. To produce and process. Import and export all kinds of herbel seeds and seedlings.

10. To develop the resources of and turn to account any lands and settlements.

11. To manage wholly or in part, jointly or otherwise factories, medicinal farms, estates, gardens, forests, plantations and other establishments, herbal lands, herbo-agricultural or animal products or by-products.

12. To enter into agreements and contracts with Government, individuals, companies or other organisations for technical, financial or any other assistance for carrying out all or any of the objects ot the company.

13. To enter into any partnership or any agreements or arrangements for sharing profits, union or interest, co-operation or joint-adventure, reciprocal concessions or otherwise any person, company, association or firm, having objects similar to those of the Company calculated to benefit the company and to carry on or conduct or liquidate or wind up any such partnership or arrangements, purchases or otherwise acquired.

14. To sell or dispose of or transfer the business of the company or any part thereof for such consideration as the company may deem proper and in particular for shares, debentures, or securities of any other Company having objects altogether or in part similar to those of the Company.

15. To apply for, acquire and hold any charters, privileges, licences, monopolres, concessions, patents or other rights or powers from the Central or State Government or any other competent authority.

16. To purchase or otherwise acquire, construct and maintain buildings for offices and plants of the Company.

17. To raise, borrow or secure moneys in such manner and such terms as may deem expedient and in particular by way of loans, advances, deposits and issue of bonds, debentures or mortgages whether perpetual or otherwise and charged or not charged on the whole or any part of the rights or properties of the company including the unclassed capital and redeem, purchase or pay off any such securities.

18. To draw, accept, make, endorse, discount and negotiate bills of exchange, hundies, promissory notes, warrants, warehouse keeping certificate and other negotiable or commercial mercantile

instruments for or in the prosecution of the business of the Company.

19. To acquire medicinal formulations of specialised therapeutic value from competent herbal scientists of international standing and to pay for such formulations.

20 To pay all costs, charges and expenses incidental to the promotion, formation, registration and establishment of the company or its branches and the issue of its capital including any underwriting or other commission, broker's fees, lawyer's charges and to remunerate in cash or in any other manner, any person for services rendered: or to be rendered in introducing any person or business to the company or in placing or assisting to place or quaranteeing the subscription of any shares, debentures, debenture stock or any other securities of the company or for any other reason and for arrangements made prior to, and in anticipation of, the formation and incorporation of the company which the company may think proper.

21. To receive grants, loans, advances of other moneys or deposits or otherwise from State or Central Government, banks, companies, trusts or individuals with or without allowance of interest thereon, but without doing the banking business within the meaning of the Banking Regulations Act. 1949 (Central Act. X of 1949).

22. To invest the moneys of the Company not immediately required in scuh manner other than in the shares of the company as from time to time may be determined.

23. To establish, maintain, subsidise, subscribe to or become member of training Institutions, research laboratories and scientific societies of national and international level.

24. To act as agent for Government, Goverment undertakings, Companies and other authorities, manufacturers, merchants and others and to transact and carry on agency business of every kind and description.

25. To employ expert consultants, Indian or foreign, in connection with planning and development of all or any of the business connected with the Company's operations.

26. To create any depreciation fund, reserve fund, sinking fund, insurance fund or any special or other fund whether for depreciation or for repairing, replacing, improving, extending or maintaining any of the property of the company or for redemption of debentures or redeemable preference shares or for special dividends or for equalising devidenes or for any other purpose whatsoever, and to transfer any such fund or part thereof to any of the other funds herein mentioned.

27. To use trade marks or trade names or brands for the products and goods of Company and adopt such means of making known the business and products of the Company or of any company in which the company is interested as may seem expedient and in particular by advertising in newspapers, magazines, periodicals, by circular by purchase and exhibition and of works of art of interrest by opening stalls and exhibitions by publications and distribution of books and periodicals, calendars, almanacs and diaries by distributing samples and by granting prizes, awards and donations.

28. To establish or appoint and maintain agencies or branches in india and elsewhere and to regulate and discontinue the same.

29. To provide for the welfare of the employees or ex-employees of the company, and the wives, widows and families or depandents by establishing provident or other funds, by grants of money or other payments, and by providing or subscribing towards places of instructions and recreations and hospitals, dispensaries, medical and other assistance, as the company may think fit, and to subscribe, contribute or otherwise assist or guarantee money to any charitable or benevolent object or any exhibition or for any public show or useful object.

30. To distribute in species or ortherwise as may be resolved, any assets of the company among its members, and particularly the shares, debentures or other securities of any other company formed to take over the whole or any part of the assets or liabilities of this company as may be permissible under law.

31. To make donations to such persons or institutions and in such caces either of cash or any other assets as may be thought, directly or indirectly conducive to any of the Company's objects subject to the provision of the act 1956.

32. To obtain any Act of the Central or State Legislature Provisional Order, licence of autonomous body or authority for enabling the Company to carry out any of its objects into effect or effecting any modification of the Company's constitution or for any other purpose which may seem expedient and to oppose any proceedings of applications which may seem calculated directly or indirectly to prejudice the Company's interest.

33. To open account or accounts with any individual, firm or companies or with any bank or banks and to pay into and to withdraw moneys from such accounts or accounts.

34. To improve, manage, work, develop, alter, exchange, lease, mortgage turn to account, abandon or otherwise deal with all or any part of the property, rights and concessions of the Company.

35. To take over existing pharmacies, Government or Quasi-Government or private by payment of compensation wherever necessary.

36. To undertake the manufacturer of vegetable oils, fats, waxes aromatics, essential oils, medicated waters, medicated teas and medicated chocolates and shampoos of every description.

37. To organise international herbal medicine conferences and exhibitions to highlight the efficacy and importance or traditional medicines and to capture world market.

III. (C) OTHER OBJECTS—NIL

IV. The liability of the members is limited.

V. The authorised share capital of the Company is Rs. 50,00,000/-(Rupees fifty lakhs) divided into 50,000 equity shares of Rs. 100/-each.

We the several persons whose names and addresses are subscribed below are desirous of being formed into a Company in pursuance of this Memorandum of Association and we respectively agree to take the number of equity shares in the Capital the Company of set opposite our respective names :

Sl.	Name, address, description and occupation of the subscribers	Number of share taken by each subscriber	Signature of subscriber	Witness and signature with address, description and occupation
1	Thiru R. Shunmugham I.A.S. Secretary, Health and Family Welfare Department.			
2	Thiru C. Ramachandran, I.A.S., Secretary, Finance Department			
3	Thiru A. Venkataraman, I.A.S., Secretary, Agriculture Department.			
4	Thiru V. T. Thurairaj, I.A.S., Secretary, Corporation Department.			
5	Thiru M.A.K. Tayab, I.A.S., Secretary, Industries Department, Madras.			
6	Thiru K.M. Satchith, B.Sc., L.T.C., Director, Cinchona Department, Uthagamandalam.			
7	Ayurvedecharya B. Vaidyanathan, Secretary, Indian Medical Practitioners, Co-operative Pharmacy and Stores, Lattice Bridge Road, Adyar, Madras-600 020.			
8	Dr. S. K. Khadri, H. P. I. M., Rtd. Director of Indian Medicine, No. 15. Big Street, Madras-600 005.			
9	Pandit S. Muthukaruppa Pillai President, Siddha Vaidya Sangam, 6-D, T. B. Road, Madurai.			
10	Professor R. Kumaraswamy, M.I.S.H.R.(Canada) M.I.S.T.M. (Australia) F.I.S O.M. (S.Korea) M.I.S.E.M. (W.Germany) F.I.C. (Acu) Srilanka. Special Officer, Medicinal Farms of Tamil Nadu, Arignar Anna Hospital Campus, Madras-600 106			

Articles of Association of the Tamil Nadu Medicinal Plant Farms and Herbal Medicine Corporation Limited

DEFINITIONS

1. In these Articles, unless the context otherwise requires :—

(a) "Company" means the Tamil Nadu Medicinal Plant Farms and Herbal Medicine Corporation Limited :

(b) "Act" means the Companies Act, 1956 (Central Act 1 of 1956) ;

(c) "Board" means the Board of Directors for the time being of the Company ;

(d) "Director" means the Director for the time being of the Company ;

(e) "Govenrnment" means the Government of Tamil Nadu ;

(f) "Dividend" includes bonus ;

(g) "In writing" or "written" includes printing, lithography and other modes of representing or reproducing words in a visible forms ;

(h) "Member" means the duly registered holder from time to time of the shares of the Company ;

(i) "Month" means english calender month ;

(j) "Person" includes any firm, company or association or body of individuals whether incorporated or not ;

(k) "Register" means the Register of members to be kept pursuant to the Act ;

(l) "Share" means the share in the Share Capital of the Company.

2. (a) The regulations contained in Table 'A' to apply schedule I to the Act are hereby apopted, except in so far as they are excluded added to or modified herein, as the regulations for the management of the Company ;

(b) The following regulations in Table ‘A’ under Schedule I are specifically excluded :—

Proviso to Regulation, 13 (i), Regulation 56, Regulation 65, Regulation 66, Regulation 75, Regulation 76, Regulation 81 and Regulation 84.

PRIVATE COMPANY

Private Company

3. The Company is a private company and accordingly.

   a) the number of members for the time being of the Commpany subject to section 3 (1) (iii) of the Act, is limited to ten;

   b) any invitation to the public to subscribe for any share in, or debentures of the Company is hereby prohibited; and

   c) the right to transfer shares of the company shall be restricted as hereinafter provided.

Government Company

4. The Company is a ‘‘Government Company’’ as defined in Section 617 of the Act.

Agreements binding on the Company

5. The Company shall be entitled to and liable for all the rights and liabilities whatsoever of the Government for medicinal farms transferred to the Company. All agreements, contracts and commitments entered into by Government or any parson whatsoever relating to the area transferred on lease shall be binding on the company.

SHARE CAPITAL

Allotment of shares

6. The shares shall be under the control of the Directors who may allot or otherwise dispose of the same to such persons on such terms and conditions with the approval by the Government.

CALLS ON SHARES

Board's discretion on share calls

7. a) The Board shall have full discretion to fix the amount of each sum called in respect of a share and to determine the interval between two calls.

   b) In partial modifications of Regulation 16 (1) of Table ‘A’ in Schedule I of the Act the Board may, from time to time, fix the rate of interest to be paid on calls not paid.

TRANSFER AND TRANSMISSION OF SHARES

Restriction on transfers

8. No share shall be transferred by any holder without prior consent of the Government but this restriction shall not apply to transfers in favour of nominees of the Government Provided that the Directors may in their absolute and uncontrolled discretion refuse to register any proposed transfer of shares.

Transfer to minor

9. No share shall, in any circumstances, be transferred to any minor, insolvent or person of unsound mind The Company shall incur no liability or responsibility whatever in consequence of its registering or giving effect to any transfer of shares made or purporting to be made by any apparent legal owner thereof (as shown or appearing in the Register) to the prejudice of persons having or claiming any equitable right, title, or interest to or in the said shares notwithstanding that the Company have had notice of such equitable right, title or interest or notice prohibiting right, title or interest or notice prohibiting registration of such transfer and the company shall not be bound or required to regard or attend or give effect to any notice which may be given to it of any equitable right, title or Interest, or be under any liability whatsoever for refusing or neglecting to do so.

FORFEITURE OF SHARES

Notice of forfeiture

10. In partial modification of Regulation 29 of Table 'A' in Schedule I of the Act, a notice of forfeiture of shares for failure to pay any call may also require the payment of all exercise that may have been incurred by the Company by reason of such non-payment.

Effect of forfeiture

11. The forfeiture of a share involve execution at the time of the forfeiture, of all interest in all and claims and demands against the Company, in respect of the share and all other rights incidental to the share except only of those rights as by these presents are expressly saved.

ALTERATION OF CAPITAL

On what conditions new shares to be issued

12. Any new shares shall be issued upon such terms and conditions and with such rights and privileges annexed thereto as the General Meeting resolving upon the creation thereof shall direct, and if no such direction be given, as the Directors shall determine and in particular such shares may be issued with a preferential or qualified right to dividends and in the distribution of the assets of the Company and with a special or without any right of voting or otherwise.

New capital same as existing capital. 13. Except so as far as otherwise provided by the conditions of issue or by these Articles any Capital raised by the Creation of new shares, shall be considered as part of the original capital and shall be subject to the provisions herein contained, with reference to the payment of calls and instalments forfeiture, lien, surrender, transfer and transmission voting otherwise

Sub-divisions into preferred and ordinary. 14. The resolution referred to in Regulation 45 of Table 'A' in Schedule I of the Act, whereby any share is sub-divided may determine that as between the holders of the share resulting from such sub-divisions, in one or more of such shares shall have some preference or special advantage as regards dividends, capital voting or otherwise over or as compared with the other or others.

BORROWING POWERS

Power to borrow 15. Subject to the provisions of section 92 of the Act, the Board may, from time to time, at discretion, accept deposits from members, either in advance of calls or otherwise, and generally raise or borrow or secure the payment of any sum or sums of money for the purpose of the Company.

Payment or pre-payment of moneys borrowed. 16. The payment or repayment of moneys borrowed as aforesaid may be secured in such manner and upon such terms and conditions in all respects as the Board may think fit, and in particular, by a resolution passed at a meeting of the Board (and not by resolution by circulation) by mortgage or charge of or by the issue of debentures or debenture stock of the company, charged upon all or any part of the property of the company (both present and future) including its uncalled capital for the time being, and debentures, debenture stock and other securities may be made assignable free from any equities between the Company and the person to whom the same may be issued.

Charges on uncalled capital. 17. If any uncalled capital of the Company is included in the charges by any mortgage or other security, the Board may by instrument under the company's seal authorise the person in whose favour such mortgage or security is executed or any other person in trust for him to make calls on the members in respect of such uncalled capital and such authority may be made exercisable either presently or contingently and either conditionally or unconditionally and shall be a signable if expressed so to be and the provisions in regard to calls hereinbefore contained shall **mutatis mutandis,** apply to calls made or to be made on such authority.

Norms of issue of Debentures.

18. (a) Any debenture or other securities may be issued at a discount, premium or otherwise and may be issued condition that they shall be convertible into share of any denomination and with any privilege and conditions as to redemption, surrender, drawing, allotment of shares and attending (but not voting) at General Meetings, appointment of Directors and otherwise. Provided that the debentures with the right to conversion into or allotment of shares shal be issued only with the consent of the Company in General Meeting,

Persons not to have priority over any prior charge.

(b) Whenever any uncalled capital of the Company is charges, all person taking any subsequent charge thereon shall take the same subject to such perior charge and shall not be entitled by notice to the share holders or otherwise to obtain priority over such prior charges.

GENERAL MEETINGS

Twenty one days notice

19. Not less than twenty one days' notice of every General Meeting shall be given in writing. Provided that a shorter notice may be given in consent is accorded thereto in accordance with section 171 of the Act.

Right of Government to appoint any person as its representative.

20. (a) The Government, so long as it is a shareholder of the Company, may from time to time, appoint such person as it thinks fit (who need not be a member) to represent it at all or any meetings of the Company.

(b) Any person appointed under sub-clause (a) of this Article shall, for purposes of the Act, be deemed to be a member of the Company and shall be entitled to exercise the same rights and powers (including the right to vote by proxy) as the Government could exercise as a member of the Company.

(c) The Government may, from time to time, cancel any appointment made under sub-clause (a) of this Article and make fresh appointment.

d) The production at the meeting of an order of the Government shall be accepted by the Company as sufficient evidence of any such appointment or cancellation as aforesaid.

e) Any person appointed by the Government under this Article may appoint a proxy whether specially or generally.

VOTES OF MEMBERS

Vote of proxy

21. Subject to the provisions of these Articles votes may be given either personally or by proxy. A member present by proxy shall be entitled to vote on a show of hands as well as on a poll.

Number of notes to which members entitled.

22, On a show of hands every member present in person or by proxy shall have one vote and upon a poll every member present in person or by proxy shall have one vote for every share held by him either alone or jointly with any other person or persons. Provided, however, if any preference share-holder be present at any meeting of the Company, he shall have a right to vote only on resolutions placed before the meeting which direcfly affect the rights attached to his preference shares. The preference share-holders may vote on the resolutions only in the circumstances provided under section 87 (2) of the Act.

Number of Directors.

23. Subject to the provisions of section 252 of the Act, the Government shall, from time to time, determine in writing the number of Directors of the Company which however, shall not be less than two or more than twelve. The Directors shall not be required to hold any qualification shares.

24. (a) The Directors shall be appointed by the Government and shall be paid such remuneration as the Government may from time to time determine, Every Director unless, he has been appointed to any office under Article 28 shall hold office for a period of three years

(b) The Govenment shall have the power to remove from office at any time in its absolute discretion of any Director appointed by it, and shall have the right to fill any vacancy, in the office of the Directors caused by removal, resignation, death or otherwise, by fresh appointment.

(c) In addition to any remuneration payable to them in pursuance of clause (a) the Directors may be paid such sum as the Board may fix from time to time for travelling and other expenses incurred by them:—

I) in attending and returning from meetings of the Board or any Committee thereof or General Meetings of the Company, or

ii) in connection with the business of the Company.

Appointments of Chairmen, Managing Director.

25. The Government may, from time to time, appoint one or more of the Directors to the office of the Chairman of the Board, Managing Direcfor or a Wholetime Director of the Company for such time and on such remuneration as It may think fit and may from time to time, remove or dismiss him or them from service and appoint another or others in his or their place or places. Any such Director appointed to carry such office shall, if he ceased to hold the office of the Director from any cause, **ipso-facto** and immediately cease to be Chairman / Managing Director, whole-time Directors as the case may be.

First Directors. Chairman and Managing Director

26. The persons here in-after-named shall be the first Diretors of the Company.

1.	Thiru R. Shunmugham, I.A.S., Secretary, Health and Family Welfare Department.	Ex-Officio Chairman
2.	Thiru C. Ramachandran, I.A.S., Secretary, Finance Department.	Director
3.	Thiru A. Venkataraman, I.A.S., Secretary, Agriculture Department.	Director
4.	Thiru V. T. Thurairaj, I.A.S., Secretary, Cooperation Department.	Director
5.	Thiru M.A.K. Tayab, I,A.S., Secretary, Industries Dept. Madras.	Director
6.	Thiru K. M. Satchith, B.Sc., L.T.C., Director Cinchona Department, Uthagamandalam.	Director

7. Ayurvedacharya B. Vaidyanathan, Director
Secretary,
Indian Medical Practitioners
Co-operative Pharmacy and Stores,
Lattice Bridge Road, Adyar,
Madras - 600 020.

8. Dr. S. K. Khadri H. P. I. M, Director
Rtd. Director of Indian Medicine,
No. 15, Big Street,
Madras - 600 005,

9. Pandit S. Muthukaruppa Pillai Director
President,
Siddha Vaidya Sangam,
6-D, T. B, Road Madurai.

10. Prof R. Kumaraswamy, Managing Director
M. I. S H. R. (Canada) M. I. S. T. M. (Australia)
F, I. S. O. M. (S. Korea) M. I. S. E. M. (W. Germany)
F.I.C. (Acu) Srilanka.
Special Officer. Medicinal Farms of Tamil Nadu,
Arignar Anna Hospital Campus, Madras - 600 106,

Powers and duties of Managing Director

27. Subject to the provisions of tha Act. the Board may from time to time, entrust to and confer upon a Managing Director for the time being such if the powers exercisable under these Articles by them as they may think fit, and may confer such powers for such time and to be exercised for such objects and purposes and upon such terms and conditions and with such rastrictions and as they think expedient, and they may confer such powers, either collaterally with, or to the exclusion of, and in substitution for an or any of the powers of the Board in that behalf and may from time to time revoke, withdraw, alter or vary all or any of such powers.

General Management inhands of Managing Director

28. The Managing Director shall, subject to the provisions of the Act and these Articles, be entitled to the management of the whole of the affairs of the Company and he shall exercie his powers as such Managing Director subject to the superintendece, control and direction of the Board.

Managing Director may sub-delegate

29. The Managing Director may be authorised by the Board to sub-delegate such of his powers as he may think fit to other officers of the Company sub ordinate to him and such sub delegation of powers made by the Managing Director shall be reported at the meeting of Board immediately following the date of each sub delegation.

PROCEEDINGS OF THE BOARD

Chairman

30. If no Chairman is appointed by the Government or if at any meeting the Chairman is not present within ten minutes after the time for holding the same, the Directors present may choose one of the members to be the Chairman of the meeting.

Powers of Board meeting

31. A meeting of the Board for the time being at which a quorum is present shall be competent to exercise all or any of the authorities, powers, discretions which by or under the Act or the Artcile of the Company are for the time being vested in or exercisable by the Board generally.

Appointment of alternate or substitute Director

32. The Board may, from time to time, appoint an alternate or substitute Director to act for a Director during his absence of not less than three months from Tamil Nadu. The appointee while he holds office as an alternate or substitute Director shall be entitled to notice of meetings and to attend and vote there as a Director, but he shall not require the remuneration which the original Director would have raceived. Any appointment so made may be revoked at any time by the Board. Any alternate or substitute Director shall **ipso facto** vacate office if and when the original Director returns to Tamil Nadu.

Resolution by circulation

33 Subject to the provisions of section 289 of the Act, a resolution in writing signed by all or a majority of the members of the Board or of a committee thereof, for the time being entitled to receive notice of a meeting of the Board or Committee, shall be as valid and effectual as if it had been passed at a meeting of the Board or committee duly convened and held.

POWERS OF BOARD

Certain powers of the Board

Without prejudice to the general powers conferred by section 291 of the Act and so as not in any way to limit or restrict those powers and without prejudice to the other powers conferred by these Articles, it is hereby declared that the Board shall have the following powers, that is to say, power,—

1 a) to authorise the undertaking of works of a capital nature subject to the condition that all cases involving a capital expenditure exceeding rupees one crore shall be referred to the Government for approval before authorisation.

b) to authorise, in cases where detailed project reports have been prepared with estimates of the different component parts of the projects and duly approved by the Government, the undertaking of all works covered under the approval estimates including variations not exceeding 10 percent of any particular component without further reference to the Government provided there is no substantial variation in the scope of the project.

2 to pay and charge to the Capital account of the company and interest lawfully payable thereon under the provisions of section 208 of the Act.

3 Subject to the provisions of sections 292 and 297 of the Act, to purchase, take on lease or otherwise acquire for the company any property, rights or privileges which the company is authorised to acquire at or for such price or consideration and generally on such terms and conditions as they may think fit, and in any such purchase or other acquisition to accept such titles as the Directors may believe or may be advised to be reasonably satisfactory.

4 At their discretion and subject to the provisions of the Act, to pay for any property rights or privileges acquired by or services rendered to the Company, either wholly or partially in cash or in shares, bonds, debentures, mortgages or other securities of the Company, and any such shares may bs issued either as fully paid up or with such amount credited as paid up thereon as may be agreed upon, and any such bond, debentures. mortgages or other securities may be either specially charged upon all or any part of the property of the Company and its uncalled capital or not charged.

5 to secure the fulfilment of any contracts or engagements entered into by the Company by mortgage or charge of all or any of the properties of the company and its uncalled capital for the time being or in such manner as they may think fit.

6 to accept from any member so far as may be permissible by law, a surrender of his shares or any part thereof, on such terms and conditions as shall be agreed.

7 to appoint any person to accept and hold in trust for the company any property belonging to the Company, or in which it is interested or for any other purpose, and to execute and do all such deeds and things as may be required in relation to any such trust and to provide for the remuneration of such trustee or trustees.

8 to institute, conduct, defend, compound or abandon any legal proceedings by or against the company or its officers, or otherwise concerning the affairs of the company and also to correspond and allow time for payment or settlement of any debts due and of any claims or demands by or against the company and to refer any differences to arbitration and observe and perform any awards made thereon.

9 to act on behalf of the company in all matters relating to bankrupts and insolvents.

10 to open any account or accounts with such bank or banks as the Board may select or appoint, to operate on such account to make, sign, draw, accept, endorse or otherwise execute cheques, promissory notes, drafts, hundies, orders, bills of exchange, bills of lading and other negotiable instruments. To make and give receipts, releases and other discharges for moneys payable to the company and for claims and demands of the company.

11 Subject to the provisions of sections 292 and 370 of the the Act, to invest and deal with any moneys of the company not immediately required for the purpose there of upon such security (not being) shares of this company or without security as in such manner as they may think fit, and from time to time vary or realise such investments. Save as provided in section 49 of the Act all investments shall be made and held in the company's own name,

12 to execute in the name and on behalf of the company in favour of and Directors or other person who may incur or be about to incur any personal liability, whether as principal or surety, for the benefit of the company such mortgages of the company's property (present and future) as they think fit, and any such mortgages may contain a power of sale and such other powers, provisions, covenants and agreements as shall be agreed upon.

13 to determine from time to time who shall be entitled to sign on the company's behalf bills, notes, receipts, acceptances, endorsements, cheques, dividend warrants, releases, contracts, and documents and to give the necessary authority for such purpose

14 to distribute, by way of bonus or ex-gratia payment in the form of cashd awards, amongs the staff of the company a share it the profits or shares of the company, and to give to any officers or other persons employed by the company a commission on the profits of any particular business or transaction and to charge such bonus or commission as part of the working expenses of the company.

15 Before recommending any dividend to set aside, out of the profits of the company, such sums as they may think proper for depreciation or to depreciation fund, or to an Insurance Fund or as a Reserve Fund or Sinking Fund or any Special Fund to meet contingencies or repay debentures or for Special dividends or for equalising devidends or for repairing, improving, extending and maintaining any of the property or the company, and for such other purposes (including the purpose referred to in the preceding clauses) as the Board may, in their absolute as they think condusive of the interest of the company and subject to the provisions of section 205 of the Act, to invest the several sums to set aside or so much there of as required to be invested upon such investments (other than shares of company) as they may think fit,'and from time to time to deal with and vary such investments and dispose of and apply and expand all or any part thereof for the benefit of the company in such manner and for such

purposes as the Board in their absolute apply or upon which they expand the same, or any part thereof, may be matters to or upon which the capital moneys of the company might rightly be applied or expanded, and to divide the Reserve Fund into such special funds as the Board may think fit, and to employ the assets constituting all or any of the above funds, including the Depreciation Fund, in the business of the Company or in the purpose of repayment of debentures or debenture stock and that without being bound to pay or allow to the credit of such funds Interest at such rate as the Board may think proper.

16 to appoint, and at their discretion remove or suspend such managers secreteries, assistants, supervisors, clerks, agents and services as they may from time to time think fit, and to determine their powers and duties and fix their salaries, emoluments or remuneration and such amount as they may think fit. And also from time to time to provide for the management and transaction of the affairs of the company in any manner as they think fit, and the provisions contained in the three next following sub-clause shall be without prejudice to the general powers conferred by this sub-clause.

17 From time to time and at any time to establish and local board or agency for managing any of the affairs of the company in any special locality in India or elsewhere and to appoint persons to be members of such local boards or agents and to fix their remuneration.

18 Subject to the provisions of section 292 of the Act, from time to time and at any time to delegate to any person (appointed in accordance with clause (17) above) any of the powers, authorities and directions for the time being vested in the Board other than their power to make cells or to make loans or borrow moneys and to authorise the members for the time being of any such local board or any of them to fill up any such appointment or delegation may be made on such terms and subject to such conditions as the Board may at any time remove any person so appointed, and may annul/vary any such delegation.

19 At any time and from time to time by power of attorney under the seal of the company, to appoint any person or persons to be the attorney or attorneys of the company, for such purposes and with such powers, authorities and discretions vested in or exercisable by the Board under these presents and excluding the power to make calls and excluding also except in the limits authorised by the Board the power to make loans and borrow moneys and for such period and subject to such conditions as the Board may from time to time think fit (and any such appointment may if the Board think fit) be made in favour of the members of any local board established as aforesaid or in favour of the company or the shareholders, directors, nominees, or managers of any company or firm or orherwise in favour of any. fluctuating body of persons whether nominated directly or indirectly by the Board and any such power of attorney may contain such powers for the protection or convenience of persons dealing with such attorneys as the Board may think fit and may contain powers enabling any

such delegates or attorneys as aforesaid to sub-delegate all or any of the powers, authorities and discretions for the time being vested in them,

20 Subject to and in terms of section 292 of the Act, to sub-delegate all or any of the powers, authorities and discretions for the time being vested in the Board subject to the ultimate control and authority being retained by them.

21 To authorise any such delegates an aforesaid to sub-delegate all or any of the powers, authorities and discretions for the time being vested in him.

22 Subject to the provisions of sections 294 and 297 of the Act, for or in relation to any of the matters aforesaid or otherwise for the purpose of the company to enter into such negotiations and contracts and rescind and vary all such contracts, and execute and do all such acts, deeds and things in the name and on behalf of the company as they may consider expedient.

Directors may reserve decision.

35. The Board shall reserve for the decision of the Government any proposals or decision of the Board in any matter which in their opinion is of such importance as to be reserved for such decision. No action shall be taken by the company in respect of any proposal or decision of the Board reserved for the approval of the Government as afore said until its approval to the same has been obtained.

Board's Seal, its custody and use.

36. The Board shall provide a common seal for the purposes of the company, and shall have power from time to time to destroy the same and substitute a new seal in lieu thereof, and the Board shall provide for the safe custody of the seal for the time being, and the seal shall never be used except by the authority of the Board or a committee of the Board previously given and in the presence of two Directors at the least.

Deeds how executed.

37. Every deed or other instrument to which the seal of the company is required to be affixed shall, unless the same is executed by a duly constituted attorney, be signed by the Directors at the least.

DIVIDENDS AND RESERVE

Declaration of profits,

38. The declaration of the Board as to the amount of the profits of the company shall be conclusive.

Powers of Board of Directors to retain dividends.

39. The Board may retain the dividends payable upon shares in respect of which any person is entitled to become a member, or which any person is entitled to transfer, until such person shall duly transfer the same.

Transfer of shares.

40. A transfer of shares shall not pass the right to any dividend declared thereon before the registration of the transfer.

Investment of unclaimed dividends.

41. Dividends unclaimed for one year after having been declared may be invested or otherwise used by the Board for the benefit of the company untill claimed.

Dividends

42. Any General Meeting declaring a dividend may make a call on the members of such amount as the meeting fixes, but so that the call on each member shall not exceed the dividend payable to him, and so that the call be made payable at the same time as the dividend, and the dividend may, if so arranged between the company and the members be set off against the calls.

CAPITALISATION OF PROFITS

Capitalisation

43. A General Meeting may resolve that any surplus money arising from the realisation of any capital assets of the Company or any investments representing the same or any other undistributed profits of the company not subject to charge for incometax be distributed among the members of the meeting that they receive the sum as share capital of the company.

Application of capital redemption fund.

44. If the company shall have redeemed any redeemable preference shares, all or any part of any capital redemption fund arising from the redemption of such shares may, by resolution of the company, be applied in paying up in full or in part, any new shares or any shares then remaining unissued, to be issued to such members of the company or other persons as the Board may resolve upto an amount equal to the nominal amount of the shares so issued

DOCUMENTS AND NOTICES

Transferees etc. bound by prior Notice

45. Every person who, by operation of law, transfer or other means whatsoever, shall become entitled to any share, shall be bound by every document or notice in respect of such share, which previously to his name, address and title to the share being entered on the register shall have been only served on or given to the person from whom he derives his tittle to such share.

Notice when deemed to be served.

46. Any notice of document delivered or sent by post to or left at the registered address of any member in pursuance of these Articles shall, notwithstanding such member be then deceased and whether or not the company have notice of his death be deemed to have been duly served in respect of any registered shares whether held solely or jointly with other persons by such member until some other person be registered in his stead as the holder or joint-holder thereof, and such service shall for all purposes of these Articles be deemed a sufficient service of

such notice or document on his or her heirs, executors or administrators and all persons, if any, jointly interested with him or her in any such shares.

Notice by advertisement.

47. Any notice required to be given by the company to the members or any of them and not expressly provided for by the Act or these Articles shall be sufficiently given if given by advertisement.

How document ro notice be signed.

48. Any document or notice to be served or given by the company, may be signed by a Director or some person duly authorised by the Board for such purpose and the signature may be written, printed or lithographed.

INDEMNITY

Indemnity of Director Manager etc.

49. Subject to the provisions of section 201 of the Act, every Director, Manager, Auditor, Secretary and other officer or servant of the company shall be indemnified by the company against, and it shall be the duty of the Directors pay out of the funds of the company all costs, losses and expenses which any such officer or servant may incur or become liable to by reason of any contract entered into, or act or thing done by him as such officer or servant or in any way in the discharge of his duties and the amount for which such indemnity is provided shall immediately attach as a lien on the property of the company, and have priority as between the members over all other claims.

Individual responsibility of Directors.

50. No Director or other officer of the company shall be liable for the acts, receipts, neglects or defaults of any other Director or officer of the company or for joning in any receipt of other act for confirmity, or for any loss or expenses happening to the company through inefficiency or deficiency title to any property acquired by the order of the Director or on behalf of the company or for the insufficiency or deficiency of security in or upon which any of the moneys of the company shall be invested or for any loss or damage arising from the bankruptcy. insolvancy or act of any person with whom any moneys, securities and effects shall be deposited or for any loss occasioned by any error or judgement or oversight on his part or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereto, unless the same happens through his own negligence, default, misfeasance, breach of duty or breach of trust.

SECRECY CLAUSE

Secrecy Clause.

51. No member shall be entitled to visit or inspect any works of the company without the permission of the Directors or to require discovery or any information respecting any detail of the company's trading, or any matter which is or may be in the nature of a trade secret, mystery trade, secret process or any other matter which may relate to the conduct of the business of the company and which in the opinion of the Board, it would be inexpedient in the interest of the members of the company to disclose.

Directions of Government.

52. Notwithstanding anything contained in any of these Articles the Government may, from time to time, issue such directions as it may consider necessary in regard to the exercise and performance of the functions of the company in matters involving substantial public interest and in like manner may vary and annul any such directions The Directors shall duly comply with and give immediate effect to the directions so issued.

Sl.	Name, address, description and occupation of the subscribers	Signature of subscriber	Witness and signature with address, description and occupation
1	Thiru R. Shunmugham I.A.S. Secretary, Health and Family Welfare Department.		
2	Thiru C. Ramachandran, I.A S., Secretary, Finance Department		
3	Thiru A. Venkataraman, I.A.S., Secretary, Agriculture Department.		
4	Thiru V. T. Thurairaj, I.A.S., Secretary, Corporation Department.		
5	Thiru M.A.K. Tayab, I.A.S., Secretary, Industries Department, Madras.		
6	Thiru K.M. Satchith, B.Sc., L.T.C., Director, Cinchona Department, Uthagamandalam.		
7	Ayurvedecharya B. Vaidyanathan, Secretary, Indian Medical Practitioners, Co-operative Pharmacy and Stores, Lattice Bridge Road, Adyar, Madras-600 020.		
8	Dr. S. K. Khadri, H. P. I. M., Rtd. Director of Indian Medicine, No. 15. Big Street, Madras-600 005.		
9	Pandit S. Muthukaruppa Pillai President, Siddha Vaidya Sangam, 6-D, T. B. Road, Madurai.		
10	Professor R. Kumaraswamy, M.I.S.H.R.(Canada) M.I.S.T.M. (Australia) F.I.S O.M. (S.Korea) M.I.S.E M. (W.Germany) F.I.C. (Acu) Srilanka. Special Officer, Medicinal Farms of Tamil Nadu, Arignar Anna Hospital Campus, Madras-600 106		